



CORPORATION SERVICE COMPANY

February 17, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RECORDATION NO. 26205 FILED

FEB 21 '06

3-58 PM

SURFACE TRANSPORTATION BOARD



RE: 150750-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 8, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ELBOW RIVER MARKETING LIMITED PARTNERSHIP**
Suite 3990, 855-2nd Street SW Calgary, AB T2P4J7

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ELBOW RIVER MARKETING LIMITED PARTNERSHIP** covering 25 tank cars with reporting marks and numbers - PLMX 137235 - PLMX 137376 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3813.

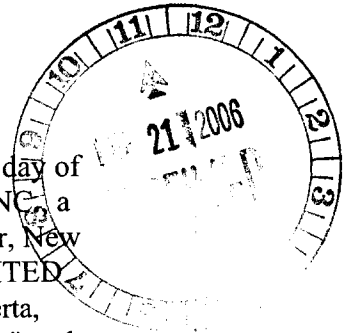
Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this Nov 8 day of Nov 8, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ELBOW RIVER MARKETING LIMITED PARTNERSHIP, a limited partnership formed under the laws of the Province of Alberta, with an address at Suite 3990, 855-2nd St. SW, Calgary, AB T2P 4J7 (the "Lessee" and, together with the Lessor, the "Parties").



KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of Nov 8, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ELBOW RIVER MARKETING LIMITED PARTNERSHIP,
by its Manager, ELBOW RIVER MARKETING CORPORATION

By: Ed Malcol
Name: Ed Malcol
Title: Vice President

Schedule A

Number of Cars

Equipment Description

25 33,600 gallon capacity pressure tank car, 112J34OW

1	PLMX	137235
2	PLMX	137237
3	PLMX	137246
4	PLMX	137252
5	PLMX	137271
6	PLMX	137287
7	PLMX	137298
8	PLMX	137301
9	PLMX	137302
10	PLMX	137303
11	PLMX	137306
12	PLMX	137307
13	PLMX	137314
14	PLMX	137316
15	PLMX	137323
16	PLMX	137328
17	PLMX	137329
18	PLMX	137331
19	PLMX	137333
20	PLMX	137344
21	PLMX	137349
22	PLMX	137355
23	PLMX	137362
24	PLMX	137366
25	PLMX	137376